

STORAGE

(100) Electronic Tubes	1,500
(6) High Power Transmitting Tubes	720
(1) Gates Dynamote Remote Console M6407	900
Miscellaneous tools	250
Miscellaneous meters	320
Miscellaneous parts	350
(1) CB Radio Base	2,500
included: {}CB Mobile Transmitters	
{}Antennas	

TOTAL	6,540
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GRAND TOTAL \$246,285.00

EXHIBIT 2

Auburn Cablevision, Inc. (ACI) is the permittee of FM broadcast station WOSB at Irondequoit, NY.

ACI was the limited partner in Carmel Broadcasting Limited Partnership (CBLP), an applicant for a construction permit for a new FM station at Carmel, California (File No. BPH-880208MK, MM Docket No. 90-48). The CBLP application is currently pending before the Commission on appeal of an order dismissing the CBLP application. On February 1, 1991, CBLP filed an amendment of its application removing ACI as a limited partner. That amendment was rejected by the Presiding Judge.

ACI was the sole limited partner with a ninety percent equity interest in Archon Broadcasting Limited Partnership, an applicant for a construction permit for a new FM station at Waterloo, NY (File No. BPH-870429MC, MM Docket No. 88-336). That application was dismissed.

Frederik R.-L. Osborne is a limited partner with a 28.333 percent ownership interest in Fresno FM Limited Partnership, an applicant for a construction permit for a new FM station at Fresno, California. By public notice issued November 20, 1991, the Commission announced that it adopted an order denying the Fresno FM application and granting a mutually exclusive application for the same channel.

Mr. Osborne has also held the following interests in broadcast applications which were dismissed, as follows: officer, director and principal stockholder in Auburn Publishing Company, FM applicant Rochester, NY (File No. BPH-62801); president, director and sole stockholder in Osborne Communications Corp., standard broadcast applicant New York, NY (BC Docket No. 82-344; File No. BP-810403AG; Secretary-Treasurer and 49 percent stockholder in Life Broadcasting Company, standard broadcast applicant San Gabriel, CA (BC Docket No. 82-19, File No. BP-801103 AG), and low power television station, Los Angeles (AC File No. 810112JW); director and 10 percent stockholder in Boston Radio Corporation, standard broadcast and FM applicant Boston, MA (MM Docket No. 84-1057, File Nos. BP-830512AA and BPH-830512CC); and director and 11.44 percent stockholder in Potomac Broadcasting Corporation, standard broadcast applicant, Bethesda, MD and FM applicant Washington, DC (MM Docket No. 84-1149, File No. BP-830510AK and MM Docket No. 84-1163, File No. BPH-830510AM); limited partner with a 13.75 percent ownership interest in Los Angeles Television, a Limited Partnership, applicant for a construction permit for a new commercial television station at Los Angeles, CA (File No. BPCT-881028KG).

EXHIBIT 3

Richard E. Morgan and Mary Lou M. Morgan are husband and wife and William A. Morgan is the father of Richard E. Morgan.

EXHIBIT 4

The assignee would broadcast programming addressing public issues facing the community. Illustrative examples would be programs featuring the mayor of Auburn, other city officials and members of the Cuyuga County legislature to discuss issues and changes on their agenda and to also provide a forum for expression of opinion and questions from the listening public. Sales taxes and health conditions, particularly at the Auburn Correctional Institution, are the type of issues which would be addressed.

WAUB
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CAYUGA BROADCASTING CORPORATION

November 29, 1984

Chief, AM Branch
Audio Services Division
Mass Media Bureau Room 342
Federal Communications Commission
1919 M. Street, N.W.
Washington, D.C. 20554

NOV 11 1984
AM BRANCH

Re: Post - Sunset Authority (PSSA)

Dear Sir:

Cayuga Broadcasting Corporation, licensee of Radio Station WAUB, 1590 KHz, Auburn, New York, has started Post - Sunset operation as of November 29, 1984.

Power reduction will be accomplished by the installation of a radio frequency power dissipative network designed to connect to the output of the 500 watt transmitter.

Very truly yours,



Richard E. Morgan
General Manager

cc: Mr. Francis Ciccoricco, Broadcast Consultant

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WAM-B-AM

BY-LAWS
of
AUBURN CABLEVISION, INC.

ARTICLE I - OFFICES

The principal office of the corporation shall be in the City of Auburn County of Cayuga State of New York. The corporation may also have offices at such other places within or without the State of New York as the board may from time to time determine or the business of the corporation may require.

ARTICLE II - SHAREHOLDERS

1. PLACE OF MEETINGS.

Meetings of shareholders shall be held at the principal office of the corporation or at such place within or without the State of New York as the board shall authorize.

2. ANNUAL MEETING.

The annual meeting of the shareholders shall be held on the day of at M. in each year if not a legal holiday, and, if a legal holiday, then on the next business day following at the same hour, when the shareholders shall elect a board and transact such other business as may properly come before the meeting.

3. SPECIAL MEETINGS.

Special meetings of the shareholders may be called by the board or by the president and shall be called by the president or the secretary at the request in writing of a majority of the board or at the request in writing by shareholders owning a majority in amount of the shares issued and outstanding. Such request shall state the purpose or purposes of the proposed meeting. Business transacted at a special meeting shall be confined to the purposes stated in the notice.

4. FIXING RECORD DATE.

For the purpose of determining the shareholders entitled to notice of or to vote at any meeting of shareholders or any adjournment thereof, or to express consent to or dissent from any proposal without a meeting, or for the purpose of determining shareholders entitled to receive payment of any dividend or the allotment of any rights, or for the purpose of any other

action, the board shall fix, in advance, a date as the record date for any such determination of shareholders. Such date shall not be more than fifty nor less than ten days before the date of such meeting, nor more than fifty days prior to any other action. If no record date is fixed it shall be determined in accordance with the provisions of law.

5. NOTICE OF MEETINGS OF SHAREHOLDERS.

Written notice of each meeting of shareholders shall state the purpose or purposes for which the meeting is called, the place, date and hour of the meeting and unless it is the annual meeting, shall indicate that it is being issued by or at the direction of the person or persons calling the meeting. Notice shall be given either personally or by mail to each shareholder entitled to vote at such meeting, not less than ten nor more than fifty days before the date of the meeting. If action is proposed to be taken that might entitle shareholders to payment for their shares, the notice shall include a statement of that purpose and to that effect. If mailed, the notice is given when deposited in the United States mail, with postage thereon prepaid, directed to the shareholder at his address as it appears on the record of shareholders, or, if he shall have filed with the secretary a written request that notices to him be mailed to some other address, then directed to him at such other address.

6. WAIVERS.

Notice of meeting need not be given to any shareholder who signs a waiver of notice, in person or by proxy, whether before or after the meeting. The attendance of any shareholder at a meeting, in person or by proxy, without protesting prior to the conclusion of the meeting the lack of notice of such meeting, shall constitute a waiver of notice by him.

7. QUORUM OF SHAREHOLDERS.

Unless the certificate of incorporation provides otherwise, the holders of a majority of the shares entitled to vote thereat shall constitute a quorum at a meeting of shareholders for the transaction of any business, provided that when a specified item of business is required to be voted on by a class or classes, the holders of a majority of the shares of such class or classes shall constitute a quorum for the transaction of such specified item of business.

When a quorum is once present to organize a meeting, it is not broken by the subsequent withdrawal of any shareholders.

The shareholders present may adjourn the meeting despite the absence of a quorum.

8. PROXIES.

Every shareholder entitled to vote at a meeting of shareholders or to express consent or dissent without a meeting may authorize another person or persons to act for him by proxy.

Every proxy must be signed by the shareholder or his attorney-in-fact. No proxy shall be valid after expiration of eleven months from the date thereof unless otherwise provided in the proxy. Every proxy shall be revocable at the pleasure of the shareholder executing it, except as otherwise provided by law.

9. QUALIFICATION OF VOTERS.

Every shareholder of record shall be entitled at every meeting of shareholders to one vote for every share standing in his name on the record of shareholders, unless otherwise provided in the certificate of incorporation.

10. VOTE OF SHAREHOLDERS.

Except as otherwise required by statute or by the certificate of incorporation;

(a) directors shall be elected by a plurality of the votes cast at a meeting of shareholders by the holders of shares entitled to vote in the election;

(b) all other corporate action shall be authorized by a majority of the votes cast.

11. WRITTEN CONSENT OF SHAREHOLDERS.

Any action that may be taken by vote may be taken without a meeting on written consent, setting forth the action so taken, signed by the holders of all the outstanding shares entitled to vote thereon or signed by such lesser number of holders as may be provided for in the certificate of incorporation.

ARTICLE III - DIRECTORS

1. BOARD OF DIRECTORS.

Subject to any provision in the certificate of incorporation the business of the corporation shall be managed by its board of directors, each of whom shall be at least 21 years of age and need not be shareholders.

2. NUMBER OF DIRECTORS.

The number of directors shall be seven .
When all of the shares are owned by less than three shareholders, the number of directors may be less than three but not less than the number of shareholders.

3. ELECTION AND TERM OF DIRECTORS.

At each annual meeting of shareholders, the shareholders shall elect directors to hold office until the next annual meeting. Each director shall hold office until the expiration of the term for which he is elected and until his successor has been elected and qualified, or until his prior resignation or removal.

4. NEWLY CREATED DIRECTORSHIPS AND VACANCIES.

Newly created directorships resulting from an increase in the number of directors and vacancies occurring in the board for any reason except the removal of directors without cause may be filled by a vote of a majority of the directors then in office, although less than a quorum exists, unless otherwise provided in the certificate of incorporation. Vacancies occurring by reason of the removal of directors without cause shall be filled by vote of the shareholders unless otherwise provided in the certificate of incorporation. A director elected to fill a vacancy caused by resignation, death or removal shall be elected to hold office for the unexpired term of his predecessor.

5. REMOVAL OF DIRECTORS.

Any or all of the directors may be removed for cause by vote of the shareholders or by action of the board. Directors may be removed without cause only by vote of the shareholders.

6. RESIGNATION.

A director may resign at any time by giving written notice to the board, the president or the secretary of the corporation. Unless otherwise specified in the notice, the resignation shall take effect upon receipt thereof by the board or such officer, and the acceptance of the resignation shall not be necessary to make it effective.

7. QUORUM OF DIRECTORS.

Unless otherwise provided in the certificate of incorporation, a majority of the entire board shall constitute a quorum for the transaction of business or of any specified item of business.

8. ACTION OF THE BOARD.

Unless otherwise required by law, the vote of a majority of the directors present at the time of the vote, if a quorum is present at such time, shall be the act of the board. Each director present shall have one vote regardless of the number of shares, if any, which he may hold.

9. PLACE AND TIME OF BOARD MEETINGS.

The board may hold its meetings at the office of the corporation or at such other places, either within or without the State of New York, as it may from time to time determine.

10. REGULAR ANNUAL MEETING.

A regular annual meeting of the board shall be held immediately following the annual meeting of shareholders at the place of such annual meeting of shareholders.

11. NOTICE OF MEETINGS OF THE BOARD, ADJOURNMENT.

(a) Regular meetings of the board may be held without notice at such time and place as it shall from time to time determine. Special meetings of the board shall be held upon notice to the directors and may be called by the president upon three days notice to each director either personally or by mail or by wire; special meetings shall be called by the president or by the secretary in a like manner on written request of two directors. Notice of a meeting need not be given to any director who submits a waiver of notice whether before or after the meeting or who attends the meeting without protesting prior thereto or at its commencement, the lack of notice to him.

(b) A majority of the directors present, whether or not a quorum is present, may adjourn any meeting to another time and place. Notice of the adjournment shall be given all directors who were absent at the time of the adjournment and, unless such time and place are announced at the meeting, to the other directors.

12. CHAIRMAN.

At all meetings of the board the president, or in his absence, a chairman chosen by the board shall preside.

13. EXECUTIVE AND OTHER COMMITTEES.

The board, by resolution adopted by a majority of the entire board, may designate from among its members an executive committee and other committees, each consisting of three or more directors. Each such committee shall serve at the pleasure of the board.

14. COMPENSATION.

No compensation shall be paid to directors, as such, for their services, but by resolution of the board a fixed sum and expenses for actual attendance, at each regular or special meeting of the board may be author-

ized. Nothing herein contained shall be construed to preclude any director from serving the corporation in any other capacity and receiving compensation therefor.

ARTICLE IV - OFFICERS

1. OFFICES, ELECTION, TERM.

(a) Unless otherwise provided for in the certificate of incorporation, the board may elect or appoint a president, one or more vice-presidents, a secretary and a treasurer, and such other officers as it may determine, who shall have such duties, powers and functions as hereinafter provided.

(b) All officers shall be elected or appointed to hold office until the meeting of the board following the annual meeting of shareholders.

(c) Each officer shall hold office for the term for which he is elected or appointed and until his successor has been elected or appointed and qualified.

2. REMOVAL, RESIGNATION, SALARY, ETC.

(a) Any officer elected or appointed by the board may be removed by the board with or without cause.

(b) In the event of the death, resignation or removal of an officer, the board in its discretion may elect or appoint a successor to fill the unexpired term.

(c) Any two or more offices may be held by the same person, except the offices of president and secretary.

(d) The salaries of all officers shall be fixed by the board.

(e) The directors may require any officer to give security for the faithful performance of his duties.

3. PRESIDENT.

The president shall be the chief executive officer of the corporation; he shall preside at all meetings of the shareholders and of the board; he shall have the management of the business of the corporation and shall see that all orders and resolutions of the board are carried into effect.

4. VICE-PRESIDENTS.

During the absence or disability of the president, the vice-president, or if there are more than one, the executive vice-president, shall have all

the powers and functions of the president. Each vice-president shall perform such other duties as the board shall prescribe.

5. SECRETARY.

The secretary shall:

- (a) attend all meetings of the board and of the shareholders;
- (b) record all votes and minutes of all proceedings in a book to be kept for that purpose;
- (c) give or cause to be given notice of all meetings of shareholders and of special meetings of the board;
- (d) keep in safe custody the seal of the corporation and affix it to any instrument when authorized by the board;
- (e) when required, prepare or cause to be prepared and available at each meeting of shareholders a certified list in alphabetical order of the names of shareholders entitled to vote thereat, indicating the number of shares of each respective class held by each;
- (f) keep all the documents and records of the corporation as required by law or otherwise in a proper and safe manner.
- (g) perform such other duties as may be prescribed by the board.

6. ASSISTANT-SECRETARIES.

During the absence or disability of the secretary, the assistant-secretary, or if there are more than one, the one so designated by the secretary or by the board, shall have all the powers and functions of the secretary.

7. TREASURER.

The treasurer shall:

- (a) have the custody of the corporate funds and securities;
- (b) keep full and accurate accounts of receipts and disbursements in the corporate books;
- (c) deposit all money and other valuables in the name and to the credit of the corporation in such depositories as may be designated by the board;
- (d) disburse the funds of the corporation as may be ordered or authorized by the board and preserve proper vouchers for such disbursements;
- (e) render to the president and board at the regular meetings of the board, or whenever they require it, an account of all his transactions as

treasurer and of the financial condition of the corporation;

(f) render a full financial report at the annual meeting of the shareholders if so requested;

(g) be furnished by all corporate officers and agents at his request, with such reports and statements as he may require as to all financial transactions of the corporation;

(h) perform such other duties as are given to him by these by-laws or as from time to time are assigned to him by the board or the president.

8. ASSISTANT-TREASURER.

During the absence or disability of the treasurer, the assistant-treasurer, or if there are more than one, the one so designated by the secretary or by the board, shall have all the powers and functions of the treasurer.

9. SURETIES AND BONDS.

In case the board shall so require, any officer or agent of the corporation shall execute to the corporation a bond in such sum and with such surety or sureties as the board may direct, conditioned upon the faithful performance of his duties to the corporation and including responsibility for negligence and for the accounting for all property, funds or securities of the corporation which may come into his hands.

ARTICLE V - CERTIFICATES FOR SHARES

1. CERTIFICATES.

The shares of the corporation shall be represented by certificates. They shall be numbered and entered in the books of the corporation as they are issued. They shall exhibit the holder's name and the number of shares and shall be signed by the president or a vice-president and the treasurer or the secretary and shall bear the corporate seal.

2. LOST OR DESTROYED CERTIFICATES.

The board may direct a new certificate or certificates to be issued in place of any certificate or certificates theretofore issued by the corporation, alleged to have been lost or destroyed, upon the making of an affidavit of that fact by the person claiming the certificate to be lost or destroyed. When authorizing such issue of a new certificate or certificates, the board may, in its discretion and as a condition precedent to the issuance thereof, require the owner of such lost or destroyed certificate or certificates, or his legal representative, to advertise the same in such manner as it shall

require and/or give the corporation a bond in such sum and with such surety or sureties as it may direct as indemnity against any claim that may be made against the corporation with respect to the certificate alleged to have been lost or destroyed.

3. TRANSFERS OF SHARES.

(a) Upon surrender to the corporation or the transfer agent of the corporation of a certificate for shares duly endorsed or accompanied by proper evidence of succession, assignment or authority to transfer, it shall be the duty of the corporation to issue a new certificate to the person entitled thereto, and cancel the old certificate; every such transfer shall be entered on the transfer book of the corporation which shall be kept at its principal office. No transfer shall be made within ten days next preceding the annual meeting of shareholders.

(b) The corporation shall be entitled to treat the holder of record of any share as the holder in fact thereof and, accordingly, shall not be bound to recognize any equitable or other claim to or interest in such share on the part of any other person whether or not it shall have express or other notice thereof, except as expressly provided by the laws of New York.

4. CLOSING TRANSFER BOOKS.

The board shall have the power to close the share transfer books of the corporation for a period of not more than ten days during the thirty day period immediately preceding (1) any shareholders' meeting, or (2) any date upon which shareholders shall be called upon to or have a right to take action without a meeting, or (3) any date fixed for the payment of a dividend or any other form of distribution, and only those shareholders of record at the time the transfer books are closed, shall be recognized as such for the purpose of (1) receiving notice of or voting at such meeting, or (2) allowing them to take appropriate action, or (3) entitling them to receive any dividend or other form of distribution.

ARTICLE VI - DIVIDENDS

Subject to the provisions of the certificate of incorporation and to applicable law, dividends on the outstanding shares of the corporation may be declared in such amounts and at such time or times as the board may determine. Before payment of any dividend, there may be set aside out of the net profits of the corporation available for dividends such sum or sums as the board from time to time in its absolute discretion deems proper as a reserve fund to meet contingencies, or for equalizing dividends, or for repairing or maintaining any property of the corporation, or for such other

purpose as the board shall think conducive to the interests of the corporation, and the board may modify or abolish any such reserve.

ARTICLE VII - CORPORATE SEAL

The seal of the corporation shall be circular in form and bear the name of the corporation, the year of its organization and the words "Corporate Seal, New York." The seal may be used by causing it to be impressed directly on the instrument or writing to be sealed, or upon adhesive substance affixed thereto. The seal on the certificates for shares or on any corporate obligation for the payment of money may be a facsimile, engraved or printed.

ARTICLE VIII - EXECUTION OF INSTRUMENTS

All corporate instruments and documents shall be signed or countersigned, executed, verified or acknowledged by such officer or officers or other person or persons as the board may from time to time designate.

ARTICLE IX - FISCAL YEAR

The fiscal year shall begin the first day of _____ in each year.

ARTICLE X - REFERENCES TO CERTIFICATE OF INCORPORATION

Reference to the certificate of incorporation in these by-laws shall include all amendments thereto or changes thereof unless specifically excepted.

ARTICLE XI - BY-LAW CHANGES

AMENDMENT, REPEAL, ADOPTION, ELECTION OF DIRECTORS.

(a) Except as otherwise provided in the certificate of incorporation the by-laws may be amended, repealed or adopted by vote of the holders of the shares at the time entitled to vote in the election of any directors. By-laws may also be amended, repealed or adopted by the board but any by-law adopted by the board may be amended by the shareholders entitled to vote thereon as hereinabove provided.

(b) If any by-law regulating an impending election of directors is adopted, amended or repealed by the board, there shall be set forth in the notice of the next meeting of shareholders for the election of directors the by-law so adopted, amended or repealed, together with a concise statement of the changes made.

CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION
OF
AUBURN CABLEVISION, INC.

Pursuant to Section 3 of the Transportation Corporation Law

The undersigned, being the president and secretary of Auburn Cablevision, Inc., do hereby certify and set forth:

1. The name of the corporation is Auburn Cablevision, Inc. The name under which the corporation was formed is Cayuga Cablevision Corporation.

2. The ~~amended~~ Certificate of Incorporation of Cayuga Cablevision Corporation ~~changing the name from Auburn Cablevision, Inc. to Auburn Cablevision, Inc.~~ ¹⁸ was filed by the Department of State on the 18th day of January 1967.
~~December 1971~~

3. The Certificate of Incorporation of Auburn Cablevision, Inc. is hereby amended, pursuant to the Transportation Corporation Law, to effect an increase in the aggregate number of shares which the corporation shall have authority to issue from 200 shares without par value to 12,440 shares without par value.

4. Paragraph "FOURTH" of the Certificate of Incorporation which sets forth the number of authorized shares is hereby amended as follows:

FOURTH. The corporation shall have the authority to issue 12,440 shares of stock, all of which shares are without par value.

5. The manner in which this amendment to the Certificate of Incorporation was authorized was by the affirmative vote of the

said corporation, duly called and held on the 13th day of December, 1973.

IN WITNESS WHEREOF, the undersigned have executed and signed this Certificate this 1st day of February, 1974.

Lithgow Osborne
President

Samuel V. Kennedy III
Secretary

STATE OF NEW YORK)
 : SS.:
COUNTY OF CAYUGA)

LITHGOW OSBORNE, being duly sworn, deposes and says that he is the President of AUBURN CABLEVISION, INC.; that he has read the foregoing Certificate of Amendment and knows the contents thereof; that the same is true to the knowledge of deponent, except as to the matters therein stated to be alleged on information and belief, and that as to those matters he believes it to be true.

Lithgow Osborne
Lithgow Osborne

Sworn to before me this
1st day of February, 1974.

Margaret A. Pease

MARGARET A. PEASE
Notary Public in the State of New York
Residing at time of Appointment, Cayuga Co.
Official No. 1974
My Commission Expires Mar. 30, 1975

STATE OF NEW YORK)
 : SS.:
COUNTY OF CAYUGA)

SAMUEL V. KENNEDY III, being duly sworn, deposes and says that he is the Secretary of AUBURN CABLEVISION, INC.; that he has read the foregoing Certificate of Amendment and knows the contents thereof; that the same is true to the knowledge of deponent, except as to the matters therein stated to be alleged on information and belief and that as to those matters he believes it to be true.

CERTIFICATE OF AMENDMENT
OF THE
CERTIFICATE OF INCORPORATION
OF

CAYUGA CABLEVISION CORPORATION

Under Section 805 of the Business Corporation Law

The undersigned, being the President and Secretary of Cayuga Cablevision Corporation, do hereby certify and set forth:

1. The name of the corporation is Cayuga Cablevision Corporation.
2. The Certificate of Incorporation of Cayuga Cablevision Corporation was filed by the Department of State on the 18th day of January, 1967.
3. The Certificate of Incorporation of Cayuga Cablevision Corporation is hereby amended to effect a change in the corporate name.
4. Paragraph "FIRST" of the Certificate of Incorporation is hereby amended as follows:

The name of the corporation is Auburn Cablevision, Inc.
5. The manner in which this amendment to the Certificate of Incorporation of Cayuga Cablevision Corporation was authorized was by the affirmative vote of the holder of all the outstanding shares entitled to vote thereon at a meeting of the stockholder of said Corporation, duly called and held on the 25th day of June, 1971.

IN WITNESS WHEREOF, the undersigned have executed and signed this Certificate this 7th day of December, 1971.

STATE OF NEW YORK)
 ; SS.:
COUNTY OF CAYUGA)

LITHGOW OSBORNE, being duly sworn, deposes and says that he is the President of Cayuga Cablevision Corporation; that he has read the foregoing Certificate of Amendment of the Certificate of Incorporation of Cayuga Cablevision Corporation and knows the contents thereof; that the same is true to the knowledge of deponent, except as to the matters therein stated to be alleged on information and belief, and that as to those matters he believes it to be true.

Lithgow Osborne
Lithgow Osborne

Sworn to before me this

7th day of December, 1971.

Anne Bishop

STATE OF NEW YORK)
 ; SS.:
COUNTY OF CAYUGA)

MAYNARD L. BETTS, being duly sworn, deposes and says that he is the Secretary of Cayuga Cablevision Corporation; that he has read the foregoing Certificate of Amendment of the Certificate of Incorporation of Cayuga Cablevision Corporation and knows the contents thereof; that the same is true to the knowledge of deponent, except as to the matters therein stated to be alleged on information and belief, and that as to those matters he believes it to be true.

Maynard L. Betts
Maynard L. Betts

CERTIFICATE OF INCORPORATION
OF
CAYUGA CABLEVISION CORPORATION
PURSUANT TO SECTION THREE OF THE
TRANSPORTATION CORPORATION LAW

We, the undersigned, for the purpose of forming a telegraph and telephone corporation pursuant to Section Three of the Transportation Corporation Law, certify:

FIRST: The name of the corporation shall be CAYUGA CABLEVISION CORPORATION.

SECOND: The purposes for which it is to be formed are:

To acquire, own, purchase, sell, establish, lease and to erect, install, construct, reconstruct, replace, remove, repair, maintain and operate on or upon, under, above, across and from streets, avenues, highways, sidewalks, bridges and other lands, easements and rights of way, public or private, all equipment, facilities, appurtenances and apparatus of any kind or nature, for the purpose of receiving, amplifying, transmitting and distributing by studios, cameras, projectors, recorders, antennae, transmitters, microwaves, wires, cables, coaxial cables, wave guides and cables, or otherwise, television, radio, electrical and electronic energy, pictures, sounds, signals, impulses and communications, uni-directional and multi-directional of every nature and description, audio and video, embracing any and all of the frequencies of the electro-magnetic spectrum to television and radio receiving sets of subscribers to its service, and others, and to otherwise engage in the business, services and activities generally known as and

business to have and enjoy all of the rights, privileges and powers of a telegraph and telephone corporation organized under the transportation corporation law of the State of New York, limited to community antenna television and audio communications services.

To acquire, construct, own, purchase, lease, use, maintain and operate a line or lines incidental to such business within or without said State.

To acquire, take, hold and use franchises, permits, licenses, grants and other rights to erect, install, construct, reconstruct, replace, remove, repair, maintain and operate all equipment, facilities, appurtenances and apparatus of any nature, in or upon, under, above, across and from the streets, avenues, highways, sidewalks, bridges and other lands, easements and rights of way, public or private, in furtherance of the purposes herein set forth.

To engage in experimentation, development and improvement of instrumentalities, and methods of communication by radio and television transmission and to perform all other acts and things which are naturally and legitimately incident to the transmission of energy and intelligence by such methods in furtherance of the purposes herein set forth.

To purchase or otherwise acquire, invest in, own, mortgage, pledge, sell, assign and transfer or otherwise dispose of, trade, deal in and deal with television, radio, electrical and electronic energy, pictures, sounds, signals, impulses and communications of every nature and description, audio and video, in furtherance of the purposes herein set forth.

To acquire by purchase, exchange, lease, devise, or otherwise,

wheresoever situate; to make payment therefor in any lawful manner; and to exercise, as owner or holder of any such property, all rights, powers and privileges in respect thereof, in furtherance of the purposes herein set forth.

To acquire by purchase, exchange or otherwise, all, or any part of, or any interest in, the properties, assets, business and good will of any one or more persons or firms, associations or corporations engaged in any business in which the corporation is authorized to engage or which is related thereto; to pay for the same in cash, property, or its own and/or other securities; to hold, operate, reorganize, liquidate, sell, or in any manner dispose of the whole or any part thereof; and in connection therewith, to assume or guarantee performance of any liabilities, obligations, or contracts with any such persons and to conduct in a lawful manner the whole or any part of any business thus acquired.

To enter into, perform, make and carry out contracts and agreements of every kind and description which may be necessary, appropriate, convenient, or advisable in carrying out the business of the corporation, with any person, government, state, municipality, or other governmental division, or sub-division or any authority or agency thereof or created thereby.

To borrow money and contract debts when necessary for the transaction of any business of the corporation, and for the exercise of its corporate rights, privileges, franchises, or for any other lawful purpose of its incorporation, and to issue and dispose of obligations for any amount so borrowed and to mortgage its property and franchises to secure the payment of such obligations, or of any debt

cause any impairment of its capital, except as otherwise permitted by law.

To have and exercise all the powers conferred by the laws of New York on corporations formed under the transportation corporations law.

And in general dealing in and with radio, television, and other methods of communication and of advertising and engaging in all transactions and activities permitted by law in connection therewith or incident thereto.

In general, to do and perform all acts and things which are customary and usual in the general business of operating a community antenna television and audio communications service.

The foregoing clauses shall be construed both as objects and powers, and it is hereby expressly provided that the foregoing enumeration of specific powers shall not be held to limit or restrict in any manner the powers of this corporation.

THIRD: The office of the corporation shall be located in the City of Auburn, County of Cayuga, State of New York.

FOURTH: The corporation shall have the authority to issue two hundred (200) shares of stock.

FIFTH: The shares of this corporation shall all be common shares without par value.

SIXTH: The Secretary of State of the State of New York is hereby designated as the agent of the corporation upon whom process in any action or proceeding against the corporation may be served. The post office address to which the Secretary of State shall mail a copy of any process in any action or proceeding against the cor-

NINTH: The names and post office addresses of the subscribers are:

Names	Post Office Addresses
Lithgow Osborne	1 Fitch Avenue, Auburn, N.Y.
Frederik R-L. Osborne	34 Grover Street, Auburn, N.Y.
Maynard L. Betts	13 Bundy Avenue, Auburn, N.Y.

TENTH: The territory in which the operations of the corporation shall be carried on is as follows: the County of Cayuga.

ELEVENTH: All of the subscribers of this certificate are of full age, at least two-thirds (2/3) of them are citizens of the United States and at least one (1) of them is a resident of the State of New York, and at least one (1) of the persons named as a director is a citizen of the United States and a resident of the State of New York.

TWELFTH: The directors of the corporation need not be stockholders of the corporation.

THIRTEENTH: The corporation reserves the right to amend, alter, change or repeal any provision contained in this Certificate of Incorporation or in any amendment thereto in the manner now or hereafter permitted by statute, and all rights granted to shareholders in the Certificate of Incorporation or any amendment thereto are granted subject to this reservation.

IN WITNESS WHEREOF, we have made and subscribed this certificate this 9th day of January , 1967.

Lithgow Osborne
Frederik R. L. Osborne